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Katherine Stadler

Attorneys for the Fee Committee

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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| In re | : | Chapter 11 |
| | : | |
| LEHMAN BROTHERS HOLDINGS, INC. <i>et al.</i>, | : | Case No. 08-13555 (JMP) |
| | : | |
| Debtors. | : | (Jointly Administered) |
| ----- | x | |

**STIPULATION BETWEEN MCKENNA LONG & ALDRIDGE LLP
AND THE FEE COMMITTEE REGARDING THE
TENTH INTERIM APPLICATION OF MCKENNA LONG & ALDRIDGE LLP,
SPECIAL COUNSEL TO THE DEBTORS, FOR
COMPENSATION AND EXPENSES FOR THE PERIOD
OCTOBER 1, 2011 THROUGH MARCH 6, 2012**

**TO: THE HONORABLE JAMES M. PECK
U.S. BANKRUPTCY JUDGE**

WHEREAS, on May 21, 2012, McKenna Long & Aldridge LLP (“**McKenna Long**”) filed the *Tenth Application of McKenna Long & Aldridge LLP for Allowance of Interim Compensation and Reimbursement of Expenses* (the “**Tenth Fee Application**”) [Docket No. 27960] seeking interim fees in the amount of \$35,417 for professional services rendered and reimbursement of out-of-pocket expenses in the amount of \$1,200.99 with respect to the period from October 1, 2011 through March 6, 2012 (the “**Tenth Interim Period**”);

;

WHEREAS, McKenna Long regularly has received from the Debtors 80 percent of the amounts invoiced to the Debtors for professional services rendered and 100 percent of the amounts invoiced for expenses;

WHEREAS, pursuant to the *Order Appointing Fee Committee and Approving Fee Protocol* [Docket No. 3651], and consistent with the procedures set forth in the *Amended Fee Protocol* attached as Exhibit A to *Order Amending the Fee Protocol* [Docket No. 15998], counsel for the Fee Committee in Lehman Brothers Holdings, Inc. (the “Fee Committee”) has reviewed the Tenth Fee Application, issued a Confidential Letter Report on July 20, 2012, and entered into a dialogue with McKenna Long regarding the Tenth Fee Application; and

WHEREAS, as a result of this dialogue, McKenna Long has agreed to accept the Fee Committee’s proposed disallowance of fees in the amount of \$10,000 for professional services rendered and no reduction for expenses incurred by McKenna Long in the Tenth Interim Period.

STIPULATION

NOW, THEREFORE, the Fee Committee and McKenna Long hereby stipulate and agree that the Court may enter an order (to be submitted subsequently) approving McKenna Long’s request for interim compensation and reimbursement of expenses in the reduced amount of \$25,417 in fees and \$1,200.99 in expenses for the period from October 1, 2011 through March 6, 2012, and directing the Debtors to pay any such amounts not previously paid to McKenna Long.

[Signature page follows]

Dated: Madison, Wisconsin
August 30, 2012.

GODFREY & KAHN, S.C.

By: /s/ Katherine Stadler
Katherine Stadler
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Attorneys for the Fee Committee

Dated: New York, New York
August 27, 2012.

MCKENNA LONG & ALDRIDGE LLP

By: /s/ Christopher F. Graham
Christopher F. Graham
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Dated: Atlanta, Georgia
August 28, 2012.

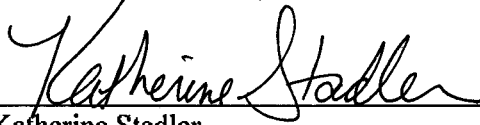
MCKENNA LONG & ALDRIDGE LLP

By: /s/ Alison Elko Franklin
Alison Elko Franklin
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Dated: Madison, Wisconsin
August 30 2012.

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Dated: New York, New York
August 27 2012.

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